

EXHIBIT 2

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC.,¹

Reorganized Debtor.

)
) Chapter 11
)
) Case No. 24-12480 (LSS)
)
)
)
) Re: Docket No. ____
)

**ORDER SUSTAINING REORGANIZED DEBTORS’
FIFTH (5TH) OMNIBUS (SUBSTANTIVE) OBJECTION TO CLAIMS**

Upon consideration of the *Reorganized Debtors’ Fifth (5th) Omnibus (Substantive) Objection to Claims* (the “Objection”)² for entry of an order (this “Order”) disallowing and expunging certain claims, and the Kelsall Declaration; and it appearing that this Court has jurisdiction to consider the Objection pursuant to 28 U.S.C. §§ 157 and 1334, the Amended Standing Order, and Article IX of the Plan; and having determined that venue of these Chapter 11 Cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and having determined that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Objection is in the best interests of the Reorganized Debtors, the Debtors’ estates, their creditors, and other parties in interest; and it appearing that notice of the Objection was good and sufficient upon the particular circumstances

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Objection is SUSTAINED, as set forth herein.
2. The Disputed Claims identified on **Exhibit A** to this Order are hereby disallowed in their entirety.
3. The Reorganized Debtors' objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each Disputed Claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.
4. This Court shall retain jurisdiction over any and all affected parties with respect to any and all matters, claims or rights arising from or related to the implementation or interpretation of this Order.

EXHIBIT A

No Liability Claims

	Name of Address of Claimant	Claim/schedule to be disallowed and expunged	Debtor	Date Filed	Claim amount and priority (1)	Reason for Disallowance
1	CRG Financial LLC (As Assignee of Genepro Protein Inc.) 84 Herbert Avenue Building B Suite 202 Closter NJ 07624	530	Vitamin Shoppe Procurement Services, LLC	12/18/2024	\$0.00 (S) \$94,608.00 (A) \$0.00 (P) \$0.00 (U) \$94,608.00 (T)	According to the Debtors' books and records and supporting documentation, the claimant is not entitled to payment from the Debtors' on account of the Claim. Accordingly, the Debtors have no liability for the asserted Claim.
2	Gatlin, Nakeima Reene Available upon request	2075	American Freight FFO, LLC	01/23/2025	\$1,000.00 (S) \$1,450.00 (A) \$1,450.00 (P) \$0.00 (U) \$3,900.00 (T)	Claim is incorrectly asserted against American Freight FFO, LLC. The Debtors have no liability for warranty obligations of non-Debtor Federal Warranty Service Corporation.
3	Gregg County c/o Linebarger Goggan Blair & Sampson, LLP Attn: John Kendrick Turner 3500 Maple Avenue Suite 800 Dallas TX 75219	208	American Freight, LLC	11/25/2024	\$9,978.10 (S) \$0.00 (A) \$0.00 (P) \$0.00 (U) \$9,978.10 (T)	Claim is incorrectly asserted against American Freight, LLC which has no liability for amounts owed by non-Debtor franchisees.
4	James, Danielle Available upon request	2218	American Freight Franchising, LLC	01/24/2025	\$0.00 (S) \$4,000.00 (A) \$4,000.00 (P) \$0.00 (U) \$8,000.00 (T)	According to the Debtors' books and records, the Debtors have no record of ever receiving any goods or services from the claimant. Additionally, the Debtors' books and records show no customer relationship with the claimant which would entitle the claimant to payment from the Debtors, and there is no record of any outstanding balance owed by the Debtors to the claimant. Accordingly, the Debtors have no liability for the asserted Claim.
5	Levine, Nia Available upon request	870	Franchise Group, Inc.	01/15/2025	\$4,059.99 (S) \$0.00 (A) unliquidated (P) \$0.00 (U) unliquidated (T)	According to the Debtors' books and records, the claimant leased the furniture referenced in the Claim pursuant to a rent-to-own contract and such furniture was subsequently returned by the claimant on or about 8/21/2025. The Debtors' books and records show there is no outstanding balance owed by the Debtors on account of the returned furniture. Accordingly, the Debtors have no liability for the Claim.

	Name of Address of Claimant	Claim/schedule to be disallowed and expunged	Debtor	Date Filed	Claim amount and priority (1)	Reason for Disallowance
6	Loumis, Angelo Available upon request	587	Franchise Group, Inc.	12/30/2024	\$0.00 (S) \$0.00 (A) \$500.00 (P) \$2,500.00 (U) \$3,000.00 (T)	Claim is incorrectly asserted against Franchise Group, Inc. The Debtors have no liability for warranty obligations of non-Debtor Federal Warranty Service Corporation.
7	Lubbock Central Appraisal District Attn: Laura J. Monroe P.O. Box 817 Lubbock TX 79408	569	Franchise Group, Inc.	12/24/2024	\$1,232.22 (S) \$0.00 (A) \$0.00 (P) \$0.00 (U) \$1,232.22 (T)	Claim is incorrectly asserted against Franchise Group, Inc. which has no liability for amounts owed by non-Debtor franchisees.
8	Mickens, Prentice Deuane Available upon request	936	American Freight Franchising, LLC	01/16/2025	\$0.00 (S) unliquidated (A) \$3,200.00 (P) \$0.00 (U) unliquidated (T)	Claimant asserts liability for payments made on furniture which claimant asserts was never received. According to the Debtors' books and records, no outstanding balance is owed to claimant on account of the Claim. Accordingly, the Debtors have no liability for the Claim.
9	Moore, Robin Available upon request	699	Buddy's Franchising and Licensing LLC	01/11/2025	\$0.00 (S) \$6,000.00 (A) unliquidated (P) \$0.00 (U) unliquidated (T)	According to the Debtors' books and records, the claimant has received furniture from the Debtors pursuant to a rent-to-own contract, claimant has made all payments required under the rent-to-own contract, and claimant is not entitled to any payment from the Debtors. Additionally, the Debtors have no record of ever receiving any goods or services from the claimant. Accordingly, the Debtors have no liability for the asserted Claim.
10	Negron, Rosie Available upon request	1180	Franchise Group, Inc.	01/21/2025	\$0.00 (S) \$2,500.00 (A) \$2,500.00 (P) \$0.00 (U) \$5,000.00 (T)	The Debtors' books and records reflect an active rent-to-own agreement with the claimant which remains in good standing. Accordingly, the Debtors have no liability for the Claim.
11	Rushing, Lula Available upon request	956	Buddy's Newco, LLC	01/16/2025	\$0.00 (S) unliquidated (A) unliquidated (P) \$0.00 (U) unliquidated (T)	According to the Debtors' books and records, the claimant leased the furniture referenced in the Claim pursuant to a rent-to-own contract and such furniture was subsequently returned by the claimant on or about 8/7/2025. The Debtors' books and records show there is no outstanding balance owed by the Debtors on account of the returned furniture. Accordingly, the Debtors have no liability for the Claim.

	Name of Address of Claimant	Claim/schedule to be disallowed and expunged	Debtor	Date Filed	Claim amount and priority (1)	Reason for Disallowance
12	Rushing, Sandra Available upon request	957	Buddy's Newco, LLC	01/16/2025	\$0.00 (S) \$0.00 (A) \$2,500.00 (P) \$0.00 (U) \$2,500.00 (T)	According to the Debtors' books and records, the claimant leased the furniture referenced in the Claim pursuant to a rent-to-own contract and such furniture was subsequently returned by the claimant on or about 5/31/2025. The Debtors' books and records show there is no outstanding balance owed by the Debtors on account of the returned furniture. Accordingly, the Debtors have no liability for the Claim.
13	Shipp, Dishana Available upon request	2296	Buddy's Franchising and Licensing LLC	01/28/2025	\$624.00 (S) \$0.00 (A) unliquidated (P) \$0.00 (U) unliquidated (T)	The Debtors' books and records reflect an active rent-to-own agreement with the claimant which remains in good standing. Accordingly, the Debtors have no liability for the Claim.
14	Wiggins, Kevin Available upon request	1196	Buddy's Newco, LLC	01/21/2025	\$0.00 (S) \$0.00 (A) \$1,385.00 (P) \$0.00 (U) \$1,385.00 (T)	According to the Debtors' books and records, claimant has received the furniture referenced in the Claim. Additionally, claimant has made all payments required under the rent-to-own contract and is not entitled to any payment from the Debtors. Accordingly, the Debtors have no liability for the asserted Claim.
15	Young, Angela Available upon request	2208	Franchise Group, Inc.	01/24/2025	\$0.00 (S) \$771.04 (A) unliquidated (P) \$0.00 (U) unliquidated (T)	According to the Debtors' books and records, the Debtors have no record of ever receiving any goods or services from the claimant. Additionally, the Debtors' books and records show no customer relationship with the claimant which would entitle the claimant to payment from the Debtors and there is no record of any outstanding balance owed by the Debtors to the claimant. Accordingly, the Debtors have no liability for the asserted Claim.
Claims To Be Expunged Totals		Count: 15			\$140,258.35	